

09-03-2004

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings ⇨ ⇨ ⇨ ▼

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

ABN AMRO Bank N.V.

☐

Individual(s)

☐

Association

☐

General Partnership

☐

Limited Partnership

☐

Corporation-State

☒

Other Netherlands

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

☐

Assignment

☐

Merger

☐

Security Agreement

☐

Change of Name

☒

Other Release of Security Interest

Execution Date: 07/07/2004

2. Name and address of receiving party(ies)

Name: Horizon Lines, LLC

Internal

Address:

Street Address: 4064 Colony Rd.

City: Charlotte

State: NC Zip: 28211

☐

Individual(s) citizenship

☐

Association

☐

General Partnership

☐

Limited Partnership

☐

Corporation-State

☒

Other LLC

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

SEE ATTACHED SCHEDULE A

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE A

Additional number(s) attached ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Tina Qualls

Internal Address:

Corporation Service Company

Street Address:

1133 Avenue of the Americas

City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved:

27

7. Total fee (37 CFR 3.41):

☒

Enclosed

☐

Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Maureen P. Murphy

Name of Person Signing

Maureen P. Murphy

Signature

July 27, 2004

Date

Total number of pages including cover sheet, attachments, and document:

19

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

09/02/2004 HGETACHE 00000047 78175953

01 FC:8521
02 FC:852240.00 DP
650.00 DP

07-30-2004

TRADEMARK

C/Oc/TM Mail Rcpt Dt. #11

REEL: 003043 FRAME: 0922

Item 2, cont'd

ADDITIONAL RECEIVING PARTY

Horizon Services Group, LLC
4100 Alpha Road
Dallas, TX 75244

U.S. Trademark Registrations

Registered Owner	Mark	Registration/ Serial Number
CSX Lines, LLC ⁽¹⁾	NEW HORIZONS FOR SHIPPING	78/175,953
CSX Lines, LLC ⁽¹⁾	HORIZON LINES	78/159,524
CSX Lines, LLC ⁽¹⁾	FRESHCHOICE	76/132,678
CSX Lines, LLC ⁽¹⁾	DISCOVERING NEW HORIZONS	78/180,558
CSX Lines, LLC ⁽¹⁾	MISCELLANEOUS DESIGN (of man w/binoculars on boat)	78/179,087
CSX Lines, LLC ⁽¹⁾	MISCELLANEOUS DESIGN (of man with binoculars behind boatwheel)	78/198,674
CSX Lines, LLC ⁽¹⁾	SEA LOGIX	75/854,240 2,643,492
Horizon Services Group, LLC	HORIZON GLOBAL OCEAN MANAGEMENT SYSTEM	78/161,862
Horizon Services Group, LLC	HORIZON SERVICES GROUP TRANSPORTATION SOLUTIONS	78/160,656
Horizon Services Group, LLC	RATECAPTAIN	78/177,276
Horizon Services Group, LLC	HAZCAPTAIN	78/120,296
Horizon Services Group, LLC	HORIZON SERVICES GROUP	78/118,620
Horizon Services Group, LLC	LOADCAPTAIN	78/120,300
Horizon Services Group, LLC	NETCAPTAIN	76/151,459
Horizon Services Group, LLC	SAILSTAT	2,608,131
Horizon Services Group, LLC	SHIPSTAT	2,608,132
Horizon Services Group, LLC	AUTOCAPTAIN	78/152,024

¹ Trademarks owned by Horizon Lines, LLC (successor by name change to CSX Lines, LLC).

Registered Owner	Mark	Registration/ Serial Number
Horizon Services Group, LLC	PAYCAPTAIN	78/152,042
Horizon Services Group, LLC	FREIGHTCAPTAIN	78/152,040
Horizon Services Group, LLC	SEDCAPTAIN	78/152,038
Horizon Services Group, LLC	DISPATCHCAPTAIN	78/152,037
Horizon Services Group, LLC	GATECAPTAIN	78/152,034
Horizon Services Group, LLC	TEXTCAPTAIN	78/152,033
Horizon Services Group, LLC	SALESCAPTAIN	78/152,032
Horizon Services Group, LLC	RAILCAPTAIN	78/152,031
Horizon Services Group, LLC	COSTCAPTAIN	78/152,030
Horizon Services Group, LLC	ROUTECAPTAIN	78/152,028

U.S. Trademark Applications

None.

State Trademark Applications

None.

DC574220.6

F

RELEASE OF SECURITY INTEREST**(Trademarks, Patents and Copyrights)**

This **RELEASE OF SECURITY INTEREST** (the "Release") is made and effective as of the 7th day of July, 2004 and is granted by ABN AMRO Bank N.V., a Naamioze Venotschap organized in the Netherlands (the "Releasor") in favor of Horizon Lines, LLC, a limited liability corporation, and Horizon Services Group, LLC, a limited liability corporation, (collectively, the "Releasees").

WHEREAS, pursuant to that certain Credit Agreement dated as of February 27, 2003 (the "Credit Agreement") by and among Releasees; Releasor, as Administrative Agent and as Collateral Agent; and the Lenders described therein, Lenders agreed to make loans and other financial accommodations to Releasees;

WHEREAS, pursuant to the Credit Agreement Releasees entered into that certain Guarantee and Collateral Agreement dated as of February 27, 2003 (the "Collateral Agreement") pursuant to which Releasees granted to Releasor a security interest in, among other things, Releasees' right, title and interest in the Article 9 Collateral (as defined in the Collateral Agreement).

WHEREAS, the Collateral Agreement was recorded at the United States Patent and Trademark Office at Reel 2688/Frame 0357 on or about March 12, 2003;

WHEREAS, Releasees have paid all Obligations under the Credit Agreement and the Lenders have terminated all of the Commitments thereunder;


WHEREAS, Releasees have requested that Releasor release and discharge fully its security interest in and to the Article 9 Collateral conveyed to Releasor pursuant to the Collateral Agreement and/or any other agreement (the "Security Interest"); and

WHEREAS, Releasor is willing to release and discharge fully the Security Interest.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Releasor, on behalf of itself, its successors, legal representatives and assigns, hereby releases and discharges fully the Security Interest in and to the Article 9 Collateral and all other right, title and interest in and to the Article 9 Collateral now owned or at any time hereafter acquired, conveyed to Releasor (if any) pursuant to the Collateral Agreement and/or any other agreement, and Releasor hereby reassigns any and all such right, title and interest that it may have in the Article 9 Collateral to Releasees. Releasor further agrees to execute and deliver to Releasees any and all further documents or instruments and do any and all further acts, at the Releasees cost and expense, which Releasees (or Releasees' agents or designees) reasonably request in order to confirm this Release and Releasees' right, title and interest in and to the Article 9 Collateral.

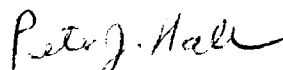
IN WITNESS WHEREOF, Releasor has caused this Release to be duly executed by its officer thereunto duly authorized, as of the date first written above.

RELEASOR

By: 

Name: TERRENCE J. WARD
Senior Vice President

Title: _____


Peter J. Haller
Vice President

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF ILLINOIS

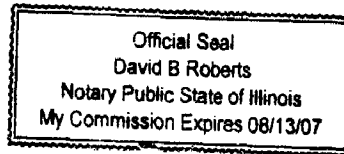
ss.:

COUNTY OF COOK

On this 15th day of JULY, 2004, before me, the undersigned, personally appeared TERENCE J. VART & PETER J. HALLAN, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



[NOTARY SEAL]



SCHEDULE A

9678374.1

TRADEMARK
REEL: 003043 FRAME: 0929

U.S. Trademark Registrations

Registered Owner	Mark	Registration/ Serial Number
CSX Lines, LLC ⁽¹⁾	NEW HORIZONS FOR SHIPPING	78/175,953
CSX Lines, LLC ⁽¹⁾	HORIZON LINES	78/159,524
CSX Lines, LLC ⁽¹⁾	FRESHCHOICE	76/132,678
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CSX Lines, LLC ⁽²⁾	SEA LOGIX	75/854,240 2,643,492
Horizon Services Group, LLC	HORIZON GLOBAL OCEAN MANAGEMENT SYSTEM	78/161,862
Horizon Services Group, LLC	HORIZON SERVICES GROUP TRANSPORTATION SOLUTIONS	78/160,656
Horizon Services Group, LLC	RATECAPTAIN	78/177,276
Horizon Services Group, LLC	HAZCAPTAIN	78/120,296
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Horizon Services Group, LLC	LOADCAPTAIN	78/120,300
Horizon Services Group, LLC	NETCAPTAIN	76/151,459
Horizon Services Group, LLC	SAILSTAT	2,608,131
Horizon Services Group, LLC	SHIPSTAT	2,608,132
Horizon Services Group, LLC	AUTOCAPTAIN	78/152,024

¹ Trademarks owned by Horizon Lines, LLC (successor by name change to CSX Lines, LLC).

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Horizon Services Group, LLC	FREIGHTCAPTAIN	78/152,040
Horizon Services Group, LLC	SEDCAPTAIN	78/152,038
Horizon Services Group, LLC	DISPATCHCAPTAIN	78/152,037
Horizon Services Group, LLC	GATECAPTAIN	78/152,034
Horizon Services Group, LLC	TEXTCAPTAIN	78/152,033
Horizon Services Group, LLC	SALESCAPTAIN	78/152,032
Horizon Services Group, LLC	RAILCAPTAIN	78/152,031
Horizon Services Group, LLC	COSTCAPTAIN	78/152,030
Horizon Services Group, LLC	ROUTECAPTAIN	78/152,028

U.S. Trademark Applications

None.

State Trademark Applications

None.

SCHEDULE B

9678374.1

TRADEMARK
REEL: 003043 FRAME: 0932

U.S. Patent Registrations

None.

U.S. Patent Applications

None.

DCS74220.6

SCHEDULE C

9678374.1

TRADEMARK
REEL: 003043 FRAME: 0934

OWNED COPYRIGHTS

U.S. Copyright Registrations

None.

Pending U.S. Copyright Applications for Registration

Grantor and Applicant	Title	Application Date	Expiration Date
Horizon Services Group, LLC	HazCaptain	November 26, 2002	2097
Horizon Services Group, LLC	LoadCaptain	December 11, 2002	2097
Horizon Services Group, LLC	CostCaptain	September 24, 2002	2097
Horizon Services Group, LLC	DispatchCaptain	September 24, 2002	2097
Horizon Services Group, LLC	GateCaptain	September 24, 2002	2097
Horizon Services Group, LLC	FreightCaptain	September 24, 2002	2097
Horizon Services Group, LLC	Horizon - Customer Service	September 24, 2002	2097
Horizon Services Group, LLC	RailCaptain	September 24, 2002	2097
Horizon Services Group, LLC	RouteCaptain	September 24, 2002	2097
Horizon Services Group, LLC	SEDCaptain	September 24, 2002	2097
Horizon Services Group, LLC	TextCaptain	September 24, 2002	2097
Horizon Services Group, LLC	SalesCaptain	September 24, 2002	2097

Unregistered Copyrights

Grantor	Title	Type of Copyright
Horizon Lines, LLC	CARS	Software
Horizon Lines, LLC	FDSS (fuel decision support)	Software
Horizon Lines, LLC	GPS	Software
Horizon Lines, LLC	JOC	Software
Horizon Lines, LLC	KUME	Software
Horizon Lines, LLC	Kvaerner Extract	Software
Horizon Lines, LLC	Legacy Fixed Assets - Millennium	Software

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Grantor	Title	Type of Copyright
Horizon Lines, LLC	Location Information System (LIMS)	Software
Horizon Lines, LLC	Margin & Yield	Software
Horizon Lines, LLC	P&I Claims II	Software
Horizon Lines, LLC	PPM (Plan Performance Management)	Software
Horizon Lines, LLC	Revenue Control Reports	Software
Horizon Lines, LLC	SMARTS	Software
Horizon Lines, LLC	SMARTS II	Software
Horizon Lines, LLC	Vessel Ops Reporting	Software
Horizon Lines, LLC	VETS (Vessel Event Tracking System)	Software
Horizon Services Group, LLC	Accounts Receivable	Software
Horizon Services Group, LLC	ADABASE Natural Components	Software
Horizon Services Group, LLC	Alternate Routes	Software
Horizon Services Group, LLC	Automakers II	Software
Horizon Services Group, LLC	Automakers/Autoclaims	Software
Horizon Services Group, LLC	Booking (BBKG et al)	Software
Horizon Services Group, LLC	Booking Report (BSED)	Software
Horizon Services Group, LLC	Business Rules Editor	Software
Horizon Services Group, LLC	Business Rules Engine	Software
Horizon Services Group, LLC	Capital Projects/Fixed Assets (excluding portions)	Software
Horizon Services Group, LLC	Cargo Claims	Software
Horizon Services Group, LLC	Checkpoint	Software
Horizon Services Group, LLC	CLAAS	Software
Horizon Services Group, LLC	Compass Routing	Software
Horizon Services Group, LLC	Container History	Software
Horizon Services Group, LLC	Copy 9/IBDE	Software
Horizon Services Group, LLC	Corporate Tables	Software
Horizon Services Group, LLC	CPM	Software
Horizon Services Group, LLC	Customer Master-DCIQ	Software
Horizon Services Group, LLC	DB2 Netman/TSO	Software
Horizon Services Group, LLC	dbUpdater	Software
Horizon Services Group, LLC	Directory Triggers	Software
Horizon Services Group, LLC	EVA	Software
Horizon Services Group, LLC	Expense Budget	Software

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Grantor	Title	Type of Copyright
Horizon Services Group, LLC	Focada	Software
Horizon Services Group, LLC	Gate	Software
Horizon Services Group, LLC	INET Registration and Administration	Software
Horizon Services Group, LLC	Inland - EMMA	Software
Horizon Services Group, LLC	Inland - PES (Truck and Rail)	Software
Horizon Services Group, LLC	Inland - Per Diem	Software
Horizon Services Group, LLC	Inland - Rates	Software
Horizon Services Group, LLC	Inland - RITS	Software
Horizon Services Group, LLC	Inland - Service Order	Software
Horizon Services Group, LLC	Inland - STARRS Truck Dispatch	Software
Horizon Services Group, LLC	Inland - SeaLogix	Software
Horizon Services Group, LLC	Internet Rate Quote	Software
Horizon Services Group, LLC	Internet Booking	Software
Horizon Services Group, LLC	Internet Portal	Software
Horizon Services Group, LLC	Internet Route Finder	Software
Horizon Services Group, LLC	Internet Sailing Schedule	Software
Horizon Services Group, LLC	Internet Shipping Instructions/SED	Software
Horizon Services Group, LLC	Intranet Billing System	Software
Horizon Services Group, LLC	IOS Equipment Control	Software
Horizon Services Group, LLC	IOS Stowage	Software
Horizon Services Group, LLC	Just In Time	Software
Horizon Services Group, LLC	Labor - Distribution/Fringe	Software
Horizon Services Group, LLC	Legacy Revenue	Software
Horizon Services Group, LLC	Legal Entity	Software
Horizon Services Group, LLC	LOB-CPAS	Software
Horizon Services Group, LLC	Location Management	Software
Horizon Services Group, LLC	MRCS (versions 1 and 2)	Software
Horizon Services Group, LLC	Notification	Software
Horizon Services Group, LLC	PALS	Software
Horizon Services Group, LLC	Port Performance Reporting	Software
Horizon Services Group, LLC	Qutil	Software
Horizon Services Group, LLC	Sea-Path	Software
Horizon Services Group, LLC	Sea-Watch	Software

DC574220.6

Grantor	Title	Type of Copyright
Horizon Services Group, LLC	Ship Stat Report	Software
Horizon Services Group, LLC	Ship Stat/Search for booking/container/invoice	Software
Horizon Services Group, LLC	Ship Management (versions 1-4, includes customer service, service management, inbound documentation, and outbound documentation)	Software
Horizon Services Group, LLC	Shipmy Vehicle	Software
Horizon Services Group, LLC	SinforScheduler Framework	Software
Horizon Services Group, LLC	Streamlined Revenue System	Software
Horizon Services Group, LLC	Terminal Ops Reporting	Software
Horizon Services Group, LLC	Trip Plan	Software
Horizon Services Group, LLC	UFIN	Software
Horizon Services Group, LLC	VEME	Software
Horizon Services Group, LLC	WebEditor	Software
Horizon Services Group, LLC	WebTracker	Software

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SCHEDULE D

9678374.1

TRADEMARK
REEL: 003043 FRAME: 0939

LICENSES OF GRANTORS

PART I

LICENSES/SUBLICENSES OF GRANTORS,
EACH AS LICENSOR AS OF THE EFFECTIVE DATE

U.S. Copyrights

None.

U.S. Patents

None.

U.S. Patent Applications

None.

U.S. Trademarks

None.

U.S. Trademark Applications

None.

DC674220.6

U.S. Trademarks

Licensee Name and Address	Licensor	Trademark	Registration/ Serial Number
Horizon Lines, LLC 2101 Rexford Road, Suite 350 West, Mecklenburg County, Charlotte, North Carolina 28211	Aktieselskabet Dampskibsselskabet Svendborg, Dampskibsselskabet AF 1912, Aktieselskab	License Agreement by and between Aktieselskab Dampskibsselskabet, Svendborg, Dampskibsselskabet AF 1912, Aktieselskab, and Sea-Land Service, Inc., dated as of December 10, 1999, with respect to the SL Mark, as defined therein (the "License"). SL Service, Inc. (successor by name change to Sea-Land Service, Inc.) assigned its rights to the License pursuant to an Assignment of Trademark and Patent Licenses Agreement, dated August 15, 2002, to Horizon Lines, LLC (successor by name change to CSX Lines, LLC).	N/A (Contract right only)

U.S. Trademark Applications

None.

DC574220.6

U.S. Copyrights

None.

U.S. Patents

Licensee Name and Address	Licensor	License Agreement	Registration/ Serial Number
Horizon Lines, LLC 2101 Rexford Road, Suite 350 West, Mecklenburg County, Charlotte, North Carolina 28211	Aktieselskabet Dampskibsselskabet Svendborg, Dampskibsselskabet AF 1912, Aktieselskab	License Agreement by and between Aktieselskab Dampskibsselskabet, Svendborg, Dampskibsselskabet AF 1912, Aktieselskab, and Sea-Land Service, Inc., dated as of December 10, 1999, with respect to the patents listed on <u>Schedule B thereto</u> (the "License"). SL Service, Inc. (successor by name change to Sea-Land Service, Inc.) assigned its rights to the License pursuant to an Assignment of Trademark and Patent Licenses Agreement, dated August 15, 2002, to Horizon Lines, LLC (successor by name change to CSX Lines, LLC).	N/A (Contract right only)

U.S. Patent Applications

None.

DCS74220.6